

**Qwest Corporation**  
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**Jason D. Topp**  
Corporate Counsel



January 9, 2006

Ms. Ilona Jeffcoat-Sacco  
Executive Secretary  
North Dakota Public Service Commission  
600 East Boulevard Avenue, 12th Floor  
Bismarck, ND 58505-0480

Re: Amendment to the Master Services Agreement between Qwest Corporation  
and VCI Company for the State of North Dakota

Dear Ms. Jeffcoat-Sacco:

On February 15, 2005, Qwest Corporation ("Qwest") and VCI Company submitted a QPP Master Services Agreement relating to the provisioning of switching and shared transport to the North Dakota Public Service Commission.

On April 6, 2005, the Commission issued an Order in Case No. PU-04-402 wherein the Commission denied Qwest's Motion to Dismiss and approved an agreement between Qwest and MCImetro Access Transmission Services, L.L.C. similar to the underlying agreement to the Amendment at issue here between Qwest and VCI Company. In the Order, the Commission purports to exercise jurisdiction over the Agreement as an interconnection agreement ("ICA"), within the meaning of Section 251 of the Telecommunications Act of 1996 (the "Act"), that must be filed for approval by the Commission pursuant to Section 252 of the Act. Qwest has disputed, and will continue to dispute, that the Agreement and similar commercial arrangements between Qwest and CLECs are ICAs that must be filed with the Commission for approval pursuant to Section 252 of the Act. Notwithstanding this position, and without waiving any of its rights or arguments on these issues, Qwest is filing this Amendment to the Master Services Agreement between Qwest Corporation and VCI Company ("Amendment") as set forth above. Qwest is making the filing, under protest, solely to avoid further controversy or disputes with the Commission regarding the appropriate legal status of this Amendment and its underlying Agreement, pending adjudication of this issue by the Federal Communications Commission and/or the courts.

Ms. Illona Jeffcoat-Sacco

Page 2

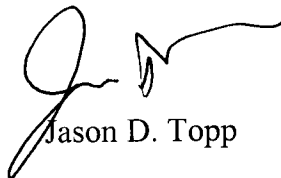
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Contact information for VCI Company is as follows:

Stan Efferding  
VCI Company  
3875 Steilacoom Boulevard SW  
Suite A  
Lakewood, WA 98499  
(206) 419-5948

We have enclosed an original of the Amendment and will forward an electronic copy of the Amendment to you for posting on the Commission's website. We have also enclosed a copy of this letter for date-stamping. Please return that copy to us. If you have any questions or concerns, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Jason D. Topp", with a stylized flourish at the end.

JDT/bardm

Enclosures

cc: Stan Efferding (via e-mail)  
Gina Buchholtz